

EXHIBIT A

David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

February 20, 2009
Client No. 17367
Invoice No. 1176124

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through January 31, 2009 in connection
with the matters described on the attached pages:

\$ 613,084.25

DISBURSEMENTS as per attached pages:

22,069.20

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ **635,153.45**

Matter(s): 17367/10, 11, 12, 13, 14, 15, 2, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$804,599.21

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
4253 Collections Center Drive
Chicago, IL 60693
Reference: 17367/ Invoice: 1176124
E.I.N. 94-2952627
Overnight deliveries: (312) 974-1642*

ELECTRONIC FUNDS

TRANSFERS:

Wire Transfers Only:

ABA Number 0260-0959-3
*Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1176124
E.I.N. 94-2952627*

ELECTRONIC FUNDS

TRANSFERS:

ACH Transfers Only:

ABA Number 121-000358
*Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1176124
E.I.N. 94-2952627*

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For Legal Services Rendered Through January 31, 2009 in Connection With:

Matter: 2 - Case Administration

01/06/09	D. Fullem	Calendar all 2009 omnibus hearings.	0.20
01/06/09	D. Fullem	Review docket updates.	0.20

Total Hours	0.40	
Total For Services		\$102.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.40	255.00	102.00
Total All Timekeepers	0.40	\$255.00	\$102.00

Disbursements

Express Delivery	10.88	
Outside Services	513.76	
Total Disbursements		\$524.64

Total For This Matter	\$626.64
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Matter: 7 - Insurance Matters

01/05/09	K. Suomela	Conference with P. Mahaley re insurance issues.	1.00
01/05/09	P. Mahaley	Analyze discovery requests from objecting insurer to Grace and FCR (1.7); analyze response to insurer's objection to responses to requests for admission (.6); analyze insurer objection to discovery (.2); confer with K. Suomela re insurance allocation (1.6); draft memorandum summarizing meeting with R. Horkovich (1.2).	5.30
01/05/09	J. Guy	Attention to insurance settlement issues.	1.50
01/06/09	P. Mahaley	Review and analyze materials and confer with J. Guy and R. Wyron re settlement issues (3.7); confer with insurer counsel re settlement meeting (.6).	4.30
01/06/09	J. Guy	Telephone call with insurer counsel regarding mediation meeting.	0.50
01/06/09	J. Guy	Analyze and attention to insurance issues.	1.50
01/06/09	J. Guy	Telephone calls with P. Mahaley regarding insurance issues.	0.30
01/06/09	J. Guy	Conferences with P. Mahaley and R. Wyron regarding insurance issues.	0.30
01/06/09	R. Wyron	Review settlement issues with J. Guy and follow-up (.4); review e-mails re settlement discussions and respond (.5).	0.90
01/07/09	K. Suomela	Review insurance data (2.5); confer with M. Plumer and P. Mahaley re same (1.0).	3.50
01/07/09	P. Mahaley	Prepare for and confer with R. Wyron, J. Guy and D. Felder re discovery (.8); confer with R. Wyron, J. Guy and D. Felder re preparation for settlement negotiation with insurer (.6); analyze insurance coverage data and legal issues (2.1); analyze insurance settlement agreements (1.7); confer with L. Esayan re settlement negotiations (.5); analyze insurer discovery requests (1.3).	7.00
01/07/09	J. Guy	Attention to insurance settlement meetings.	1.00
01/07/09	J. Guy	Telephone call with Debtors' counsel regarding meeting with Insurer.	0.20
01/07/09	M. Plumer	Confer with P. Mahaley and K. Suomela re insurance allocation issues.	1.00

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01/08/09	P. Mahaley	Prepare for settlement meeting with insurer (2.8); analyze insurer discovery requests and confer with R. Wyron, R. Guy, D. Felder and K. Orr re proposed responses to same (3.6).	6.40
01/09/09	P. Mahaley	Outline terms for settlement discussion (4.0); prepare for and conduct telephone conference with R. Horkovich and counsel for insurer re potential settlement (.8); outline status of insurance recovery efforts and report to D. Austern re same (1.5); telephone conference with R. Horkovich and J. Guy re insurance settlement strategy (1.0); confer with R. Wyron and J. Guy re insurance settlement issues (1.5).	8.80
01/09/09	J. Guy	Attention to settlement discussions with insurer and preparation for same.	2.50
01/09/09	R. Wyron	Review e-mails re insurance issues (.4); confer with J. Guy and P. Mahaley re insurer issues and follow-up (.6); organize notes on insurance issues (.3).	1.30
01/09/09	M. Plumer	Prepare for meeting with D. Austern re status of insurance recovery analysis and settlement, including conferences with P. Mahaley.	1.40
01/09/09	M. Plumer	Office conference with D. Austern re status of insurance recovery analysis and settlement efforts.	1.00
01/09/09	R. Frankel	Confer with D. Austern, M. Plumer, R. Wyron and others re insurance issues in case.	1.30
01/10/09	D. Felder	E-mail correspondence with P. Mahaley regarding insurance issues and research regarding same.	0.60
01/10/09	P. Mahaley	Review case law and plan documents re insurance settlement issues.	1.80
01/10/09	R. Frankel	Review term sheet from insurer.	0.60
01/11/09	R. Wyron	Review e-mails and follow-up with P. Mahaley on insurer issues.	0.60
01/12/09	P. Mahaley	Review materials and confer with J. Hughes re insurance settlement meeting (3.0); conduct settlement meeting with insurance company representatives, along with J. Guy, R. Horkovich and J. Hughes (6.5).	9.50
01/12/09	J. Guy	Prepare for meeting with insurer and ACC counsel (1.5); conference with P. Mahaley regarding same (.5).	2.00
01/12/09	J. Guy	Settlement meeting with insurer and ACC counsel.	6.50
01/12/09	J. Guy	Confer with P. Mahaley regarding settlement meeting.	2.00
01/13/09	K. Suomela	Confer with P. Mahaley regarding insurance settlement meeting.	1.00
01/13/09	P. Mahaley	Analyze insurance company objections to Disclosure Statement and Exhibit 5 (3.5); draft summary of settlement agreement provisions (1.5).	5.00
01/13/09	J. Guy	Attention to insurer settlement issues.	0.50

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01/13/09	R. Wyron	Review insurance issues (.4); confer with J. Guy on strategy and follow-up (.3); review CIP issues (.9); call with R. Horkovich on strategy issues and follow-up (.3); review and respond to e-mails on mediation (.4); review Exhibit 5 language with P. Mahaley and discuss changes (.6).	2.90
01/13/09	R. Frankel	Confer with P. Lockwood re insurance issues.	0.50
01/14/09	K. Suomela	Create document and related materials re settlement issues.	8.00
01/14/09	P. Mahaley	Analyze and draft summary of settlement agreements.	4.60
01/14/09	J. Guy	Attention to insurer settlement issues.	0.80
01/15/09	P. Mahaley	Prepare for and conduct initial mediation conference with D. Geronemus, R. Horkovich, J. Guy and insurer representatives (2.2); analyze and draft summary of insurance settlement agreements (2.9).	5.10
01/15/09	J. Guy	Telephone call with mediator, insurance company and ACC.	0.70
01/15/09	J. Guy	Attention to insurance mediation.	0.90
01/15/09	J. Guy	Attention to insurance settlement issues and insurance objections.	0.80
01/16/09	J. Burke	Meet with R. Wyron re insurance research assignment (.2); case law research regarding insurance issues (1.1).	1.30
01/16/09	P. Mahaley	Participate in discovery conference with representatives of ACC and debtor (1.8); analyze and draft summary of insurance settlements (3.7).	5.50
01/16/09	J. Guy	Attention to insurance mediation and related confidentiality issues.	1.00
01/16/09	R. Wyron	Meet with P. Mahaley on insurance strategy and follow-up e-mails re same (1.2); review issues lists and analyze impact of settlements (.6); confer with J. Burke on research and follow-up (.6).	2.40
01/21/09	P. Mahaley	Confer with R. Wyron, D. Felder, J. Guy and K. Orr re draft responses to insurer discovery requests (.7); prepare for and conduct telephone conference with insurer representatives, R. Horkovich and J. Guy to outline issues (1.6); confer with R. Horkovich, P. Lockwood and J. Guy re insurance issues (4.2).	6.50
01/21/09	J. Guy	Telephone call with ACC insurance counsel, P. Mahaley and Insurer regarding settlement process.	1.00
01/21/09	J. Guy	Attention to insurance mediation.	0.40
01/21/09	J. Guy	Telephone call with ACC counsel, ACC insurance counsel and P. Mahaley regarding insurance issues.	1.20
01/21/09	R. Wyron	Review issues on settlement demands and pending settlement, and follow-up with P. Mahaley.	0.90
01/22/09	J. Burke	Case law research on insurance issues.	8.90

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01/22/09	P. Mahaley	Review and revise draft discovery responses (2.5); attention to insurance settlement agreements (1.4).	3.90
01/22/09	J. Guy	Attention to insurance mediation issues.	0.50
01/23/09	J. Burke	Case law research on insurance issues.	8.30
01/23/09	P. Mahaley	Revise draft responses to insurer requests for admission and confer with J. Guy, D. Felder and K. Orr re same (1.3); confer with insurance company representatives re discovery issues (.7); attention to insurance settlement agreements (5.6).	7.60
01/23/09	J. Guy	Attention to insurance mediation.	0.40
01/25/09	J. Burke	Case law research on insurance issues.	9.30
01/26/09	J. Burke	Case law research regarding insurance issues (5.7); confer with R. Wyron regarding insurance issues (.4); confer with R. Frankel, R. Wyron, J. Guy, P. Mahaley and D. Felder regarding insurance issues (1.7).	7.80
01/26/09	P. Mahaley	Attention to insurance settlement agreements (6.3); confer with R. Frankel, R. Wyron, J. Guy, D. Felder and J. Burke re insurance issues (1.7).	8.00
01/26/09	J. Guy	Attention to insurance settlements.	0.50
01/26/09	J. Guy	Analyze insurance issues.	0.80
01/26/09	J. Guy	Conference with Orrick team regarding various insurance issues and Plan confirmation.	1.70
01/26/09	R. Wyron	Participate in strategy session regarding insurance settlements (1.7); review memos on insurance issues re settlement (.9).	2.60
01/26/09	R. Frankel	Confer with R. Wyron, J. Guy, P. Mahaley re settlement agreements, related issues.	0.80
01/27/09	K. Suomela	Prepare summary table re insurance policies.	4.20
01/27/09	J. Burke	Case law research on insurance issues.	7.40
01/27/09	P. Mahaley	Review and revise draft responses to insurer requests for admission (1.1); analyze insurance settlement agreements (1.2); communicate with L. Esayian and R. Wyron re Exhibit 5 to the Plan (.7); attention to insurance settlement agreements (4.8).	7.80
01/27/09	J. Guy	Analyze insurance issues.	1.00
01/27/09	R. Wyron	Review inquiry on Exhibit 5 and follow-up e-mails (.4); review analysis on settlement agreements (.3).	0.70
01/28/09	J. Burke	Case law research regarding insurance issues.	7.70
01/28/09	P. Mahaley	Confer with L. Esayian, R. Wyron and R. Horkovich re Exhibit 5 to Plan and analyze relevant settlement agreements (1.8); confer with R. Wyron, D. Felder and K. Orr re discovery responses and follow-up re same (.8).	2.60
01/28/09	J. Guy	Attention to pending mediation and prepare for same.	1.40

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01/28/09	R. Wyron	Calls with L. Esayan re Seaton/One Beacon issue and open language, and follow-up.	0.30
01/28/09	R. Frankel	Review issues re pending settlement (.3); review e-mail, chart re settlement agreement (.4).	0.70
01/29/09	J. Burke	Case law research regarding insurance issues.	6.20
01/29/09	D. Felder	Telephone conference with J. Burke regarding insurance research.	0.30
01/29/09	J. Guy	Attention to insurer mediation issues.	0.50
01/30/09	J. Guy	Attention to insurer mediation.	0.20

Total Hours 227.70

Total For Services \$127,873.00

Timekeeper Summary	Hours	Rate	Amount
James W. Burke	56.90	360.00	20,484.00
Debra Felder	0.90	590.00	531.00
Roger Frankel	3.90	945.00	3,685.50
Jonathan P. Guy	32.60	755.00	24,613.00
Peri N. Mahaley	99.70	605.00	60,318.50
Mark J. Plumer	3.40	835.00	2,839.00
Kirt D. Suomela	17.70	290.00	5,133.00
Richard H. Wyron	12.60	815.00	10,269.00
Total All Timekeepers	227.70	\$561.59	\$127,873.00

Disbursements

Color Document Reproduction	0.60	
Document Reproduction	14.10	
Local Taxi Expense	83.00	
Parking Expense	20.00	
Travel Expense, Air Fare	1,073.40	
Westlaw Research	28.75	
Total Disbursements		\$1,219.85

Total For This Matter \$129,092.85

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Matter: 8 - Litigation

01/01/09	R. Frankel	Review Travelers preliminary objections to confirmation and Travelers proof of claim (.9); consider objections (.4).	1.30
01/02/09	R. Frankel	Review, consider Arrowood request for admission directed to PI FCR (1.0); notes re same (.3).	1.30
01/02/09	R. Frankel	Review notice of supp. authority and related Keasbey case filed in Thorpe case.	1.60
01/04/09	R. Wyron	Review discovery from Libby, Owens-Illinois, BNSF and Royal, and outline issues.	0.90
01/05/09	D. Felder	Begin reviewing expert reports from ACC and Libby (.3); attention to discovery issues and prepare for conference with Orrick team (1.0); conference with Orrick team regarding strategy and next steps and telephone conference with ACC regarding same (1.7); follow-up regarding same (.9); review discovery requests and begin reviewing insurers' preliminary plan objections (4.5); telephone conferences with M. Hurford regarding same (.2); e-mail correspondence with Orrick team regarding same (.5).	9.10
01/05/09	K. Orr	Phone conference with and e-mails to/from D. Felder re discovery responses; office conference with J. Guy re same.	0.30
01/05/09	J. Guy	Prepare for meeting with Orrick team and ACC counsel regarding pending discovery.	0.50
01/05/09	J. Guy	Attend meeting and telephone conference with Orrick team and ACC.	1.70
01/05/09	R. Wyron	Review discovery schedule from D. Felder (.3); participate in discovery call with ACC and follow-up (.9); review discovery requests and organize issues list (1.6); begin review of objections (1.7); participate in team meeting on discovery issues and follow-up (1.3); review OI responses (.4).	6.20
01/05/09	R. Frankel	Telephone conference with P. Lockwood, N. Finch, R. Wyron, J. Guy re discovery issues, coordination (.9); notes re same (.3).	1.20
01/05/09	R. Frankel	Review outstanding discovery requests to and from Plan Proponents.	1.40
01/05/09	R. Frankel	Review preliminary objections from insurers Seaton, AXA, FFIC, Allstate and CNA.	3.10
01/06/09	D. Fullem	Review notice of agenda for matters on January 13.	0.20

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01/06/09	D. Felder	Attention to discovery requests from insurers (4.0); review ACC's draft opposition to Libby's motion to compel and provide comments regarding same (.5); conference with R. Wyron regarding update (.1).	4.60
01/06/09	K. Orr	Review O-I discovery requests (.6); various e-mails to/from D. Felder re relevant documents (.1); prepare general objections and reservation of rights for discovery responses (2.2); e-mail to J. Guy, R. Wyron and D. Felder re Plan documents (.1).	3.00
01/06/09	R. Frankel	Review UCC and BNSF objections to designation of confirmation issues; consider objections.	0.80
01/06/09	R. Frankel	Confer with D. Felder re status, staffing, discovery.	0.40
01/06/09	R. Frankel	Review Royal Indemnity preliminary objection.	1.20
01/07/09	D. Felder	Review preliminary plan objections (1.5); conference with K. Orr regarding discovery responses (.1); review discovery requests from insurers and other objectors (4.3); conference with Orrick team regarding discovery issues and next steps (1.5).	7.40
01/07/09	K. Orr	Review relevant portions of disclosure statement and plan (.5); review and analyze TDP (1.5); prepare responses to O-I discovery (2.6); office conference with J. Guy re same (.1).	4.70
01/07/09	J. Guy	Attention to Grace Plan objections and discovery.	1.50
01/07/09	J. Guy	Meeting with Orrick team regarding discovery from objecting parties.	1.50
01/07/09	R. Wyron	Review e-mails re discovery and respond (.4); follow-up on open discovery for review (.6); begin review of Fireman's discovery request (1.3); meet with litigation and insurance team on discovery and open issues, and follow-up (1.7).	4.00
01/07/09	R. Frankel	Review expert reports of Longo, Welch, Frank and Spear.	2.80
01/07/09	R. Frankel	Review updated discovery overview.	0.60
01/07/09	R. Frankel	Review agenda for hearing; telephone conference with R. Wyron re call with Debtors, revised schedule.	0.50
01/07/09	R. Frankel	Review OI stipulation in Thorpe case.	0.30
01/08/09	D. Fullem	Confer with D. Felder regarding April and June hearings; discuss hearings being moved to later months.	0.20
01/08/09	D. Felder	Attention to discovery issues and review same (1.0); telephone conference with J. Radecki regarding update (.1); conference with Orrick team regarding discovery and strategy (2.3).	3.40
01/08/09	K. Orr	Prepare responses to O-I discovery (3.1); office conference with R. Wyron, P. Mahaley, J. Guy and D. Felder re discovery issues, responses, and status (2.3).	5.40

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01/08/09	J. Guy	Conference with Orrick team regarding discovery and strategy.	2.30
01/08/09	R. Wyron	Review discovery from Fireman's (.9); participate in strategy session on discovery responses and follow-up (2.1); organize issues list for discovery/TDP questions (.7); review e-mail on scheduling issues and respond (.4).	4.10
01/09/09	D. Felder	Continue reviewing discovery requests and prepare summary chart regarding same (1.5); prepare for meeting with Orrick team and D. Austern regarding update, strategy and next steps (.6); attend meeting regarding same (3.5); follow-up regarding same (.5).	6.10
01/09/09	K. Orr	E-mails to/from D. Felder re CMO.	0.10
01/09/09	J. Guy	Attention to plan discovery and responses to same.	1.50
01/09/09	J. Guy	Conference with D. Austern, R. Frankel, R. Wyron and D. Felder regarding Plan objections, discovery and related issues.	2.00
01/10/09	R. Frankel	Review J. Baer e-mail, proposed second amended CMO.	0.70
01/12/09	D. Felder	Review pleadings for January 14 hearing (1.0); telephone conference with plan proponents and objectors regarding proposed amended CMO (.7); follow-up telephone conference with Debtors and ACC regarding same (.4); review amended CMO, plan proponents' designation of issues, and notes regarding same and prepare e-mail to Orrick team (1.0); telephone conference with J. Biggs regarding estimation issues (.1).	3.20
01/12/09	R. Wyron	Review CMO issues and e-mails re same (.4); confer with D. Felder and follow-up (.3); continue review of discovery (.9).	1.60
01/13/09	D. Felder	Attention to discovery issues (.2); prepare for Orrick team meeting regarding next steps (.3); review proposed amended CMO from Kirkland (.4); conference with Orrick team regarding strategy and next steps (.9).	1.80
01/13/09	K. Orr	Review and edit responses to O-I discovery (.3); prepare responses to Fireman's RFAs (3.0).	3.30
01/13/09	J. Guy	Attention to discovery and preparation of responses to same.	0.50
01/13/09	J. Guy	Conference with R. Frankel, R. Wyron and D. Felder regarding January 14 hearing and next steps.	0.90
01/13/09	R. Wyron	Review agenda (.2); confer with R. Frankel on January 14 hearing and follow-up (.6).	0.80
01/13/09	R. Frankel	Review revised CMO from J. Baer, review internal memo re related phone conference.	0.90
01/13/09	R. Frankel	Review Montana reply to Libby papers re stay pending appeal.	0.60

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01/13/09	R. Frankel	Confer with J. Guy, D. Felder, R. Wyron re discovery, hearing on CMO; notes re same.	0.90
01/13/09	R. Frankel	Review pleadings re motion to compel set for January 14 hearing.	1.50
01/14/09	D. Felder	Telephonic participation in hearing on CMO and Libby Claimants' motions to compel (4.7); follow-up e-mail correspondence with Orrick team regarding same (.3); telephone conference with M. Kramer regarding same (.1).	5.10
01/14/09	K. Orr	Prepare responses to Fireman's RFAs (.9); e-mails to/from D. Felder re CMO (.1).	1.00
01/14/09	J. Guy	Attention to Plan discovery.	0.80
01/14/09	J. Guy	Attention to Plan objections.	0.60
01/14/09	R. Wyron	Participate in portion of telephonic hearing on CMO and Libby issues.	1.60
01/14/09	R. Frankel	Review materials in preparation for hearing on CMO.	0.60
01/14/09	R. Frankel	Attend hearing on CMO, Libby Motion to Compel in Pittsburgh.	4.90
01/14/09	R. Frankel	Prepare notes re confirmation hearing open issues, timeline during travel.	0.80
01/15/09	D. Felder	Review amended CMO from Debtors and e-mail correspondence regarding same (.6); review discovery materials and prepare strategy (2.3); e-mail correspondence and attention to same with Orrick team, ACC and Debtors (2.6).	5.50
01/15/09	J. Guy	Attention to discovery and CMO issues.	0.50
01/15/09	R. Frankel	Review draft discovery responses to Libby from ACC.	1.30
01/16/09	D. Felder	Review ACC's draft response to Libby interrogatories (.5); review discovery requests from insurers (.5); telephone conference with Debtors and ACC regarding discovery coordination (1.3); follow-up regarding same (1.2); attention to e-discovery issues and preservation notices (.5); conference with Orrick team regarding discovery responses and strategy (.7); e-mail correspondence with A. Thorp regarding same and attention to e-discovery issues (1.8); conference with Orrick team regarding next steps and strategy (.5).	7.00
01/16/09	K. Orr	E-mails to/from D. Felder and P. Mahaley re discovery.	0.10
01/16/09	J. Guy	Conference with Orrick team to discuss discovery and confirmation issues.	2.50
01/16/09	R. Wyron	Meet with litigation team on discovery and follow-up (.9); organize notes (.2); review draft discovery responses (.8); review e-mails and notes on Libby motion to compel (.3).	2.20
01/16/09	R. Frankel	Confer with R. Wyron, J. Guy, D. Felder re discovery, insurance issues, strategy.	0.90

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01/17/09	R. Frankel	Review revised second amended CMO; review e-mail, transcript from L. Esayan re plan issue.	0.80
01/18/09	R. Frankel	Review updated discovery chart and various discovery requests from insurers.	1.70
01/19/09	R. Frankel	Review issues re discovery, hearing schedules.	0.50
01/20/09	R. Frankel	Review response of Motley Rice to fee auditor, notes re same.	0.40
01/20/09	R. Frankel	Review modified CMO from J. Baer.	0.70
01/21/09	A. Thorp	Conference call with D. Felder and T. Turner re discovery issues (.7); communications and correspondence with D. Felder re same (.5).	1.20
01/21/09	A. Thorp	Attention to electronic discovery issues.	1.50
01/21/09	D. Felder	Attention to discovery requests from insurers (4.5); conference with Orrick team regarding same (.5); conference with A. Thorp regarding discovery (.5); telephone conference with A. Thorp and T. Turner regarding same (.5); review interrogatories from Fireman's Fund (.5); attention to electronic discovery issues (1.5).	8.00
01/21/09	K. Orr	Various e-mails to/from D. Felder and P. Mahaley re discovery responses (.1); office conference with R. Wyrton, P. Mahaley, J. Guy and D. Felder re discovery responses (.7); review, edit and circulate draft responses to O-I (.3).	1.10
01/21/09	J. Guy	Conference with Orrick team regarding pending discovery requests from numerous parties.	1.10
01/21/09	R. Wyrton	Review draft discovery responses (.8); confer with litigation team on responding to insurer discovery and follow-up (.9).	1.70
01/22/09	A. Thorp	Continue creation of discovery protocol (2.0); create internal checklist re same (1.0).	3.00
01/22/09	D. Felder	Attention to document production issues and conference with R. Wyrton regarding same (.5); review Debtors' motion to approve Alco sale (.2); review Kaneb Pipeline's motion for order modifying the automatic stay (.3); review e-mail correspondence regarding Libby discovery and proposed stipulation regarding same (.5); conference with K. Orr regarding discovery responses (.2); review revised voting procedures from Debtors (1.0); e-mail correspondence with Debtors and committees regarding discovery (.5); telephone conference with M. Hurford regarding Libby's motion to compel ACC to respond to interrogatories (.1); review draft responses to Owens-Illinois's discovery requests (.7); review draft responses to Fireman's Fund discovery requests (1.3).	5.30
01/22/09	K. Orr	Prepare draft responses to Fireman's RFAs (2.1); office conference with D. Felder re same (.4).	2.50

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01/22/09	J. Guy	Attention to Insurer Discovery and Objections.	2.60
01/22/09	R. Wyron	Review draft discovery responses and follow-up (.8); review CMO and organize schedule (.3); review e-mails on discovery issues and respond (.4) confer with D. Felder on discovery and follow-up (.4).	1.90
01/22/09	R. Frankel	Review proposed discovery stipulation from counsel for Libby.	0.40
01/22/09	R. Frankel	Review order from J. Liesemer, e-mail from J. Baer re Libby.	0.50
01/22/09	R. Frankel	Review Arrowood discovery and responses from UCC re plan issues.	1.20
01/23/09	A. Thorp	Review and update discovery protocol (2.0); communications and correspondence with D. Felder re same (.5).	2.50
01/23/09	D. Felder	Review recently filed pleadings for January and February omnibus hearings (2.6); telephone conference with Fireman's Fund regarding discovery meet and confer (.3); follow-up regarding same (.5); review Debtors' document requests to Libby and e-mail correspondence from ACC regarding same (.2); conference with A. Thorp regarding document review (.2); attention to document review issues and protocol (1.0); review discovery requests from CNA (.5); telephone conference with J. Baer and K. Love regarding discovery logistics (.3); review discovery requests from various insurers (1.6).	7.20
01/23/09	K. Orr	Office conference with P. Mahaley re responses to Firemen's RFAs.	0.20
01/23/09	J. Guy	Telephone call with Fireman's regarding discovery.	0.40
01/23/09	J. Guy	Conference with P. Mahaley and D. Felder regarding insurance discovery.	0.20
01/23/09	J. Guy	Attention to numerous discovery requests and response to same.	1.60
01/23/09	R. Wyron	Continue review of draft discovery responses (1.3); review e-mails on incoming discovery and follow-up (.6).	1.90
01/23/09	R. Frankel	Read Whitehouse expert report.	2.30
01/24/09	J. Guy	Review numerous e-mails seeking discovery from counsel for various Libby claimants.	0.20
01/24/09	R. Frankel	Review various discovery served by Libby claimants and by Debtors on Libby.	1.60
01/26/09	D. Fullem	Review Grace docket for counsel to Travelers and/or First State as requested by D. Felder; update D. Felder and J. Guy regarding same.	0.80

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01/26/09	D. Felder	Telephonic participation in omnibus hearing (1.0); follow-up e-mail with M. Hurford regarding same (.1); review draft revised CMO from Debtors (.2); attention to discovery issues (4.5); conference with OHS team regarding insurance issues and next steps (1.7).	7.50
01/26/09	K. Orr	Prepare/edit responses to Fireman's RFAs (1.5); office conference with P. Mahaley re same (.1); e-mails to/from R. Wyron, P. Mahaley and D. Felder re same (.2).	1.80
01/26/09	J. Guy	Telephonic participation in omnibus hearing.	1.00
01/26/09	J. Guy	Prepare for omnibus hearing.	0.40
01/26/09	R. Wyron	Review and respond to e-mails on discovery.	0.40
01/27/09	D. Fullem	Continue review of docket for notice of appearance for insurer (.6); review notice by First State (.1); update D. Felder regarding same (.1); review conflict reports lists for same (.2); prepare supplemental e-mail regarding same (.2).	1.20
01/27/09	J. Burke	Confer with K. Orr and D. Felder regarding discovery.	0.40
01/27/09	D. Felder	Telephone conference with J. Guy and M. Simon regarding Fireman's Fund discovery (.1); telephone conference with claimant regarding update (.2); attention to discovery issues and e-mail correspondence regarding same (1.1); conference with K. Orr and J. Burke regarding same (.3); follow-up correspondence with J. Guy regarding same (.2); e-mail correspondence with Debtors and ACC regarding discovery issues and review same (1.5).	3.40
01/27/09	K. Orr	Prepare/edit responses to Fireman's RFAs (2.0); e-mails to/from R. Wyron, P. Mahaley and D. Felder re same; office conference with J. Guy re status of discovery (.1); office conference with D. Felder and J. Burke re status of discovery (.4).	2.50
01/27/09	J. Guy	Telephone call with Insurer and D. Felder regarding interrogatory responses.	0.10
01/27/09	R. Wyron	Review draft response to several RFAs and respond to e-mails re same (.3); review draft response to Fireman's discovery (1.3).	1.60
01/27/09	R. Frankel	Review updated chart of discovery requests.	0.60
01/27/09	R. Frankel	Review e-mail summary of new discovery; review new or supplemental discovery propounded.	1.30
01/28/09	D. Felder	Telephone conference with OHS team regarding discovery responses (.5); review same (1.0); telephone conference with D. Austern regarding discovery issues (.1); review protocol regarding same (.5); attention to discovery issues regarding coordination (1.0); review discovery propounded by plan objectors on other plan objectors (2.3).	5.40

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01/28/09	K. Orr	Prepare standard general objections and reservations of rights (.5); prepare and edit general objections and reservations of rights for responses to CNA discovery (.3); e-mails to/from and phone conference with R. Wyron, P. Mahaley and D. Felder re responses to Fireman's RFAs (.7); edit responses to Fireman's RFAs per comments from R. Wyron and P. Mahaley (1.0).	2.50
01/28/09	J. Guy	Attention to Insurer discovery.	1.00
01/28/09	R. Wyron	Participate in call on draft response to insurer discovery, and follow-up (1.2); review draft responses and organize comments (1.1); review expert issues with R. Mullady and J. Ansbrosio (.3).	2.60
01/28/09	R. Frankel	Review submitted CMO.	0.40
01/29/09	D. Felder	Review e-mail correspondence from J. Garelick regarding discovery issues (.2); review discovery issues in preparation for conference call (1.5); telephone conference with Debtors and ACC regarding same and follow-up with J. Guy (.8); prepare updated chart for Debtors and ACC regarding discovery (.8); review draft discovery responses from ACC (2.5).	5.80
01/29/09	K. Orr	Prepare objections and reservation of rights for discovery responses to Zurich, GEICO and OneBeacon (2.0); e-mails to/from D. Felder re same (.1).	2.10
01/29/09	J. Guy	Telephone call with Plan Proponents regarding additional discovery.	0.80
01/30/09	A. Thorp	Communications and correspondence with D. Felder re client e-mail searching and collection.	0.50
01/30/09	D. Fullem	Review e-mail from D. Felder re confirmation hearings and calendar same.	0.20
01/30/09	D. Felder	Telephone conference with J. McGee regarding discovery issues (.2); follow-up regarding same (.5); review new discovery and update materials for OHS team (2.6); review amended interrogatories from Fireman's Fund (.5).	3.80

Total Hours 241.60

Total For Services \$165,600.50

Timekeeper Summary	Hours	Rate	Amount
James W. Burke	0.40	360.00	144.00
Debra Felder	99.60	590.00	58,764.00
Roger Frankel	42.00	945.00	39,690.00
Debra O. Fullem	2.60	255.00	663.00
Jonathan P. Guy	26.20	755.00	19,781.00

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Timekeeper Summary	Hours	Rate	Amount
Kathleen Orr	30.60	620.00	18,972.00
Aaron R. Thorp	8.70	220.00	1,914.00
Richard H. Wyron	31.50	815.00	25,672.50
Total All Timekeepers	241.60	\$685.43	\$165,600.50

Disbursements

Color Document Reproduction	7.70	
Document Reproduction	1,273.80	
Lexis Research	75.00	
Outside Services	635.56	
Postage	0.42	
Telephone	9.38	
Westlaw Research	186.00	
Total Disbursements		\$2,187.86

Total For This Matter	\$167,788.36
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For Legal Services Rendered Through January 31, 2009 in Connection With:

Matter: 9 - Plan & Disclosure Statement

01/01/09	Z. Finley	Draft Intercreditor Agreement relating to Section 524(g) Shares (6.0); model and analyze various intercreditor scenarios regarding receipt of Section 524(g) Share proceeds in connection with same (6.2).	12.20
01/01/09	R. Frankel	Review revised DPA from Z. Finley, series of notes, e-mails re documents.	2.10
01/02/09	J. Burke	Case law and treatise research on plan confirmation issues.	4.30
01/02/09	Z. Finley	Draft Intercreditor Agreement (5.0); internal e-mail memorandum providing overview of same (.7).	5.70
01/03/09	R. Frankel	Review cover memo and draft Intercreditor Agreement (2.1); prepare notes re same (.4).	2.50
01/04/09	R. Wyron	Review revised drafts of the DPA and Intercreditor Agreement.	0.80
01/04/09	R. Frankel	Prepare notes re open plan issues re documentation.	0.80
01/05/09	J. Burke	Case law research on plan confirmation issues.	6.20
01/05/09	Z. Finley	Revise mark-up of Deferred Payment Agreement and draft of Intercreditor Agreement.	1.80
01/05/09	R. Smith	Attention to e-mail messages (.2); review revised draft DPA (1.0); review draft Intercreditor Agreement (.5).	1.70
01/05/09	R. Wyron	Confer with R. Frankel on strategy, DPA and Intercreditor Agreement and follow-up (.8); review revised agreement language and follow-up with R. Smith and Z. Finley (.7).	1.50
01/05/09	R. Frankel	Confer with R. Wyron re status of plan documents; notes re same.	0.90
01/05/09	R. Frankel	Review issues re intercreditor agreement, process for finalizing documents.	0.80
01/05/09	R. Frankel	Review revised DPA from Z. Finley.	1.10
01/06/09	J. Burke	Case law research on plan confirmation issues.	5.40
01/06/09	D. Felder	Conferences with J. Burke regarding plan confirmation issues (.5); review preliminary plan objections regarding same (1.5).	2.00
01/06/09	Z. Finley	Prepare for conference call to discuss Deferred Payment Agreement (.5); conference call with R. Frankel, R. Wyron, R. Smith and J. Radecki to discuss Deferred Payment Agreement (1.5); revise mark-up of Deferred Payment Agreement (.6); e-mail regarding same (.2).	2.80

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01/06/09	R. Smith	Extended call with R. Frankel, R. Wyron, Z. Finley and J. Radecki regarding draft documents (1.5); review revised drafts (1.0); attention to e-mail messages (.2).	2.70
01/06/09	R. Wyron	Call with OHS team on DPA and Intercreditor Agreement and follow-up (1.7); review revised drafts of DPA and Intercreditor Agreement and organize comments (1.1); review revised DPA (.7); call with T. Freedman on plan issues, timing and follow-up (.4).	3.90
01/06/09	R. Frankel	Series of e-mails with A. Rich re plan documents, meeting.	0.40
01/06/09	R. Frankel	Review cumulative redlined DPA from Z. Finley in preparation for conference call.	1.30
01/06/09	R. Frankel	Telephone conference with J. Radecki, R. Smith, Z. Finley, R. Wyron re DPA issues, Intercreditor Agreement issues (1.4); notes re same (.3).	1.70
01/06/09	R. Frankel	Review revised DPA from Z. Finley post-teleconference (1.5); review cover memo (.2).	1.70
01/06/09	R. Frankel	Review with R. Wyron issues re timeline, hearing, open DPA issues.	0.60
01/06/09	R. Frankel	Review draft language for resolution of Scotts and similar claims; e-mails re same.	0.70
01/07/09	J. Burke	Case law research on plan confirmation issues.	7.90
01/07/09	D. Felder	Conferences with J. Burke regarding confirmation memorandum (.2); attention to same (1.3).	1.50
01/07/09	Z. Finley	E-mails regarding Deferred Payment Agreement (.2); revise Intercreditor Agreement (3.6); internal e-mail regarding same (.5).	4.30
01/07/09	R. Smith	Attention to e-mail messages (.4); e-mail to working group concerning DPA (.3).	0.70
01/07/09	R. Wyron	Review draft DPA and transmittal memo and follow-up e-mails re same (1.4); call with Grace on confirmation hearing schedule and follow-up (.8); review open issues list and follow-up with ACC (.3).	2.50
01/07/09	R. Frankel	Review series of e-mails re delivery of DPA (.3); telephone conference with R. Wyron re meeting with A. Rich (.3).	0.60
01/08/09	J. Burke	Case law research regarding plan confirmation issues (8.6); confer with D. Felder regarding plan confirmation issues (1.1).	9.70
01/08/09	D. Felder	Various conferences with J. Burke regarding plan confirmation issues (1.1); attention to memorandum regarding same (5.5).	6.60
01/08/09	R. Smith	Call with R. Wyron (.2); review revised draft of Intercreditor Agreement (.5); attention to e-mail messages (.2); call with R. Wyron (.3).	1.20

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01/08/09	R. Wyron	Prepare for meeting with D. Austern (2.1); e-mails and call with R. Frankel on D. Austern meeting and A. Rich meeting, and follow-up (.4); organize notes and issues list for meeting with A. Rich (.9).	3.40
01/08/09	R. Frankel	Review DPA sent to Debtors' counsel.	0.80
01/09/09	J. Burke	Case law research regarding plan confirmation issues (7.5); confer with D. Felder regarding plan confirmation issues (.4).	7.90
01/09/09	D. Felder	Conference with J. Burke regarding confirmation issues (.5); attention to memorandum regarding same (1.5).	2.00
01/09/09	R. Wyron	Prepare for meeting with PD FCR (.8); meet with A. Rich on deal terms and intercreditor agreement issues (2.9); prepare for meeting with D. Austern (.9); meet with D. Austern on strategy and open issues and follow-up (3.1); confer with R. Frankel and e-mails re same (.4).	8.10
01/09/09	R. Frankel	Review DPA sent to Kirkland, notes re open issues.	0.60
01/09/09	R. Frankel	Review two versions of Intercreditor Agreement, e-mail re same.	1.40
01/09/09	R. Frankel	Review e-mails, notes in preparation for meetings with A. Rich, D. Austern.	0.60
01/09/09	R. Frankel	Confer with A. Rich, R. Wyron re open plan issues, documentation; notes re same.	3.50
01/09/09	R. Frankel	Confer with D. Austern, R. Wyron, J. Guy and D. Felder re plan, case status, open issues.	2.80
01/11/09	R. Wyron	Follow-up with M. Plumer on plan issues and open question.	0.30
01/12/09	J. Burke	Case law research regarding plan confirmation issues (7.5); confer with D. Felder regarding plan confirmation issues (.4).	7.90
01/12/09	D. Felder	Conferences with J. Burke regarding confirmation issues (.4); attention to memorandum regarding same (5.0).	5.40
01/12/09	R. Smith	Attention to e-mail messages.	0.50
01/12/09	R. Wyron	Review status of plan changes (.4); review open issues and revise language on Plan (.6); review deal document comments from A. Rich and forward to R. Smith, and follow-up e-mails re same (.8); confer with D. Felder and K. Thomas on PD issues for intercreditor, and follow-up e-mails re same (.8).	2.60
01/13/09	J. Burke	Case law research on plan confirmation issues (7.5); confer with R. Wyron regarding plan confirmation issues (.3).	7.80
01/13/09	D. Felder	Attention to memorandum regarding confirmation issues.	7.20
01/13/09	Z. Finley	Conference call with R. Frankel, R. Wyron and R. Smith regarding Deferred Payment Documents (1.0); revise revised draft of Deferred Payment Agreement (.2).	1.20

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01/13/09	R. Smith	Attention to e-mail messages (.2); call with R. Wyron and Z. Finley regarding Intercreditor Agreement (1.0); prepare for same (.3).	1.50
01/13/09	R. Wyron	Review tax proposal (.4); review PD issues in documents from A. Rich and outline issues (.6); review Grace comments on PI DPA and outline initial issues (.9); review plan draft and organize notes on changes (.7); confer with J. Burke on confirmation issues (.4); strategy meeting on Grace with litigation team (.8).	3.80
01/13/09	C. Reynolds	Review IRC 382 agreement (.3); begin review of applicable 382 regs. (1.5).	1.80
01/13/09	R. Frankel	Confer with R. Wyron re Intercreditor Agreement, status of plan documents.	0.50
01/13/09	R. Frankel	Review e-mail from T. Freedman, memo re tax issues from Grace.	1.20
01/13/09	R. Frankel	Series of e-mails re revised DPA.	0.40
01/14/09	J. Burke	Case law research regarding plan confirmation issues (6.3); confer with D. Felder regarding plan confirmation issues (.5).	6.80
01/14/09	D. Felder	Conferences with J. Burke regarding confirmation issues (.5); review, revise and draft memorandum regarding confirmation issues (5.3).	5.80
01/14/09	Z. Finley	Significant revisions to Intercreditor Agreement to reflect discussions with counsel for PD Trust.	4.00
01/14/09	R. Smith	Extended call with R. Wyron and C. Reynolds regarding possible charger amendment (.5); prepare for same (.5); attention to e-mail messages (.1).	1.10
01/14/09	R. Wyron	Review DPA and follow-up comments (1.2); review tax restrictions agreement (.6); call with OHS tax and corporate lawyers on tax restrictions/anti-takeover agreement and follow-up (1.4); organize drafts (.4).	3.60
01/14/09	C. Reynolds	Review disclosure statement re IRC 382 stock restrictions and change of ownership issues (1.0); review warrant agreement (.8); continue researching IRC 382 option attribution rules (1.2); telephone conference with R. Wyron and R. Smith (.5).	3.50
01/14/09	R. Frankel	Telephone conference with R. Wyron re plan issues during travel; notes re same.	0.40
01/15/09	C. Barclay	Search SEC filings re articles of incorporation.	0.30
01/15/09	D. Snead	Meet with R. Smith to discuss the legal issue on proposed trading restriction language (.2); research regarding same (5.3).	5.50

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01/15/09	Z. Finley	Significant revisions to Intercreditor Agreement to reflect discussions with counsel for PD Trust (7.0); draft dispute resolution procedures for determining amount of contingent PD claims for purposes of Intercreditor Agreement (1.8); e-mails regarding Intercreditor Agreement (.5).	9.30
01/15/09	R. Smith	Conference with D. Snead regarding IRC Section 382 related research (.2); review same (.6); attention to e-mail messages (.2).	1.00
01/15/09	R. Wyron	Review issues on PD documents and respond to e-mails re same (1.3); work on plan issues list (.4); review documents (1.6); work on tax restrictions issues and e-mails re same (.8).	4.10
01/15/09	C. Reynolds	Telephone conference with C. Finke (.4); review rules relating to built-in losses under IRC 382 (1.5); exchange e-mails with R. Wyron and R. Smith re discussion with C. Finke (.2).	2.10
01/15/09	R. Frankel	Review, edit confirmation memo from D. Felder.	1.70
01/15/09	R. Frankel	Review revised DPA from Kirkland (.9); notes re same (.3).	1.20
01/15/09	R. Frankel	Review series of e-mails re plan, next steps, tax memo.	0.60
01/16/09	Z. Finley	Review revised draft of Deferred Payment Agreement and prepare for conference call to discuss same (1.0); telephone conference with R. Frankel, R. Wyron and R. Smith to discuss revised Deferred Payment Agreement (1.5); prepare mark-up of Deferred Payment Agreement (2.0); telephone conference with R. Smith (.3); e-mail regarding comments to Deferred Payment Agreement (.5).	5.30
01/16/09	M. Wallace	Review correspondence regarding plan process and respond to same.	0.10
01/16/09	R. Smith	Attention to e-mail messages (.3); extended call with R. Frankel, R. Wyron, J. Radecki and Z. Finley (1.9); prepare for same (.5); call with Z. Finley regarding DPA (.3); review/revise same (1.0).	4.00
01/16/09	R. Wyron	Work on deal document issues (.7); review tax restriction term sheet and follow-up call re same (1.3); call on DPA issues and follow-up (1.1).	3.10
01/16/09	C. Reynolds	Review poison pill Section 382 precedents provided by R. Smith (1.0); review suggested edits to proposed 382 limits that were made by R. Wyron and provide comments on same (.7).	1.70
01/16/09	R. Frankel	Review confirmation memo from D. Felder.	2.30
01/16/09	R. Frankel	Review Intercreditor Agreement draft.	1.30
01/16/09	R. Frankel	Confer with R. Wyron, R. Smith (by phone), Z. Finley (by phone), re DPA, Intercreditor Agreement, tax memo (1.0); notes re same (.2).	1.20

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01/17/09	Z. Finley	Revise Intercreditor Agreement (2.0); draft explanatory e-mail regarding same (.5)	2.50
01/17/09	R. Smith	Attention to e-mail messages.	0.30
01/17/09	R. Wyron	Review DPA and comments, and finalize draft (.8); draft cover note and follow-up (.3).	1.10
01/17/09	R. Frankel	Review e-mails re Intercreditor Agreement issues; review, consider e-mails, comments re tax memo from K&E.	0.60
01/17/09	R. Frankel	Review and consider D. Boll, D. Turetsky e-mails re status of plan documents.	0.40
01/18/09	R. Smith	Attention to Intercreditor Agreement.	0.70
01/18/09	R. Wyron	Review Intercreditor Agreement draft and follow-up with comments.	0.70
01/18/09	R. Frankel	Review clean, revised Intercreditor Agreement, related e-mails (1.9); prepare notes re Intercreditor Agreement (.5).	2.40
01/19/09	R. Wyron	Review revised draft Intercreditor Agreement and follow-up.	0.80
01/20/09	Z. Finley	Draft memorandum summarizing and explaining provisions in Intercreditor Agreement.	4.50
01/20/09	R. Smith	Attention to e-mail messages.	0.30
01/20/09	R. Wyron	Review e-mails and comments on intercreditor agreement and follow-up (.6); review e-mails re revised plan and disclosure statement (.2); review e-mails on DPA and follow-up (.4).	1.20
01/20/09	R. Frankel	Series of e-mails re meeting with Kirkland on plan documents (.4); review open issues in plan documents (.7).	1.10
01/21/09	J. Burke	Case law research regarding insurance issues in Plan (5.9); confer with R. Wyron regarding insurance issues (.3); review documents relating to plan development issue (.6); confer with R. Wyron regarding plan development issue (.2).	7.00
01/21/09	K. Thomas	Legal research re asbestos property damage claims and statute of limitations (1.3); prepare summary of findings in e-mail memorandum and send same to R. Wyron for review (2.8).	4.10
01/21/09	Z. Finley	Analysis and revisions of EBITDA provisions in Deferred Payment Agreement, including review of Regulation S-X and consideration of impact of pro forma adjustments on negative covenant (4.7); review and mark-up R. Wyron's draft of Resolution Procedures for Intercreditor Agreement (.5); prepare for conference call to discuss Deferred Payment Agreement (.2); conference call with Debtors' counsel to discuss issues in Deferred Payment Agreement (.9); follow-up telephone conferences with R. Wyron and R. Smith (1.3).	7.60

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01/21/09	M. Wallace	Begin detailed review of plan, including cross references and for internal consistency.	6.50
01/21/09	M. Wallace	Discuss review of plan documents with R. Wyron.	0.10
01/21/09	R. Smith	Call with K&E, R. Wyron, Z. Finley regarding DPA (.9); calls with R. Wyron and Z. Finley (1.2); attention to e-mail messages (.3); call with Z. Finley (.2).	2.60
01/21/09	R. Wyron	Review issues on DPA and prepare for call with Debtors (.9); participate in call with Debtors on DPA and follow-up (1.2); multiple calls with R. Frankel, R. Smith, Z. Finley and J. Radecki on DPA issues and potential resolution (1.6); review intercreditor issues with P. Lockwood and follow-up (.7); draft and revise intercreditor agreement summary (1.3); e-mails to A. Rich and follow-up on intercreditor agreement (.3); continue review of Grace documents (1.4); revise resolution procedures (.7).	8.10
01/21/09	R. Frankel	Telephone conference with R. Wyron re status, conference call with K&E; notes re same.	0.50
01/21/09	R. Frankel	Review CE decision regarding Grace plan.	0.90
01/21/09	R. Frankel	Review ADR procedures in connection with Intercreditor Agreement.	1.10
01/21/09	R. Frankel	Review summary draft from Z. Finley of Intercreditor Agreement.	1.20
01/21/09	R. Frankel	Telephone conference with R. Wyron re status of DPA; consider open DPA issues; review e-mails re same.	0.80
01/21/09	R. Frankel	Review series of e-mails re Intercreditor Agreement, DPA issues.	0.50
01/22/09	D. Felder	Begin reviewing revised draft plan and disclosure statement from Debtors.	2.10
01/22/09	Z. Finley	Prepare for conference call (.3); internal conference call to discuss open issues in Deferred Payment Agreement (1.3); analysis of impact of pro forma EBITDA calculations on various transactions and revise Deferred Payment Agreement provisions relating to EBITDA (3.2); telephone conference with J. Radecki and R. Wyron regarding EBITDA issues (.3); review and revise summary of Intercreditor Agreement provisions (.6).	5.70
01/22/09	M. Wallace	Continue detailed review and reference check of plan.	8.20
01/22/09	R. Smith	Extended call with R. Frankel, R. Wyron, Z. Finley and J. Radecki (1.2); prepare for same (.3); attention to e-mail messages (.3); review GAAP issues (.3).	2.10

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01/22/09	R. Wyron	Work on intercreditor summary and e-mails re same (.9); review DPA issues and organize outline of new issues from Kirkland (1.1); multiple calls with R. Smith, Z. Finley, R. Frankel and J. Radecki on EBITDA definitions proposed by Kirkland, and follow-up e-mails re same (2.1); review e-mail from D. Turetsky on Cooperation Agreement changes and follow-up (.4); call with D. Austern and follow-up (.4); review analysis of PD issues (.6).	5.50
01/22/09	R. Frankel	Review Z. Finley changes to DPA re EBIDTA measurement, e-mail re same (.8); consider open DPA issues (.5).	1.30
01/22/09	R. Frankel	Review revised Voting Procedures exhibit.	0.90
01/22/09	R. Frankel	Telephone conference with R. Wyron re Grace document issues; notes re same.	0.60
01/23/09	K. Thomas	Series of conferences with R. Wyron re PD statute of limitation/repose issues (.3); review repose article re same (.2).	0.50
01/23/09	D. Felder	Review PI and PD Trust Agreements and e-mail to R. Wyron regarding same.	0.60
01/23/09	Z. Finley	Review comments to and revise Deferred Payment Documents (1.5); telephone conference with R. Smith (.2); telephone conference with R. Wyron (.2); review and respond to e-mails (.2).	2.10
01/23/09	J. Guy	Analyze various confirmation issues.	0.80
01/23/09	R. Smith	Attention to DPA revisions (1.0); call with Z. Finley regarding same (.3); attention to e-mail messages (.2).	1.50
01/23/09	R. Wyron	Work on intercreditor issues and follow-up (1.2); call and e-mail to J. Sakalo regarding PD Committee's views (.3); review plan changes (1.3); several calls with Grace's lawyers on DPA final changes and follow-up (2.3); confer with R. Frankel on issues and status and follow-up (.6); call with A. Rich and follow-up (.6); confer with D. Austern on open issues (.4) continue work on Trading Restrictions term sheet and follow-up calls with T. Freedman and C. Reynolds (.7).	7.40
01/23/09	C. Reynolds	Telephone conference with R. Wyron re built-in loss issue and 13D and 13G filings (.3); further telephone conference with R. Wyron re 524(g) stock (.3); telephone conference with C. Fink re 524(g) stock (.3); follow up call with R. Wyron re same (.2); review revised draft of Section 382 limitations and provide comments to R. Wyron (.3).	1.40
01/23/09	R. Frankel	Confer with D. Austern, R. Wyron re claims issues, status of plan.	0.80

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01/23/09	R. Frankel	Telephone conferences with R. Wyron re status, EBIDTA test in DPA.	0.40
01/23/09	R. Frankel	Review revisions to DPA from Z. Finley.	1.20
01/23/09	R. Frankel	Telephone conference with R. Wyron re status, default issue in DPA (.4); notes re same (.2).	0.60
01/23/09	R. Frankel	Review revised draft of Plan of Reorganization.	2.20
01/24/09	R. Frankel	Review new language re tax memo (re NOLs) (.5); review revised DPA language re EBIDTA (.4); review e-mails re Intercreditor Agreement comments (.4).	1.30
01/25/09	Z. Finley	Draft forms of Officer's Certificates for Deferred Payment Agreement.	2.10
01/25/09	M. Wallace	Review cooperation agreement.	0.60
01/25/09	R. Smith	Review and respond to e-mail messages.	0.20
01/25/09	R. Wyron	Review changes from Sealed Air and respond (.3); review inquiry from Debtors re Trust Agreement and respond (.3); work on intercreditor issues (.6); review e-mails re status (.2).	1.40
01/26/09	D. Felder	Review revised draft plan and disclosure statement from Debtors (1.0); attention to insurance issues regarding same (1.0); conference with R. Wyron regarding same (.1).	2.10
01/26/09	Z. Finley	Review and comment on revised drafts of Deferred Payment documents (2.7); telephone conference with R. Wyron (.3); review and respond to e-mails (.3).	3.30
01/26/09	M. Wallace	Continue review of plan, including review of relevant/corresponding sections of disclosure statement.	4.30
01/26/09	R. Smith	Review documents (.7); attention to e-mail messages (.3).	1.00
01/26/09	R. Wyron	Review plan language and confer with D. Felder (.6); review status of deal documents (.4); review draft EBIDTA certificate (.3); participate in omnibus hearing on plan timing discussions (.3); confer with Z. Finley on intercreditor agreement and follow-up (.7); review plan documents (1.6); review revised trading restrictions (.4).	4.30
01/26/09	C. Reynolds	Exchange of e-mails with C. Finke (.2); review revised Section 382 limitations and provided comments on same to R. Wyron (.8).	1.00
01/26/09	R. Frankel	Review EBIDTA certificates, compliance certificates from Z. Finley (.9); notes re same (.3).	1.20
01/26/09	R. Frankel	Review revised Tax Memo re NOLs sent back to T. Freedman.	0.70
01/26/09	R. Frankel	Review revised Share Issuance Agreement from K&E.	1.70
01/26/09	R. Frankel	Confer with R. Wyron re plan issues, notes re same.	0.60

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01/27/09	D. Felder	Review and revise plan and e-mail correspondence with OHS and Caplin regarding same (1.5); telephone conference with R. Wyron and M. Wallace regarding same (.7).	2.20
01/27/09	Z. Finley	Prepare for conference call to discuss Intercreditor Agreement (.2); conference call with S. Baena and other lawyers for PD constituency, along with R. Wyron and R. Smith, to discuss Intercreditor Agreement (1.7); follow-up conference call with R. Wyron and R. Smith regarding same (.4); review and mark-up latest draft of Deferred Payment Agreement, and analysis of pro forma adjustment issues in connection with same (4.9); telephone conference with R. Frankel, R. Wyron and R. Smith regarding open issues (.6).	7.80
01/27/09	M. Wallace	Finalize review of plan and comments to same.	4.20
01/27/09	M. Wallace	Telephone call with D. Felder and R. Wyron on comments to the plan.	0.90
01/27/09	M. Wallace	Review correspondence with the ACC regarding plan comments.	0.10
01/27/09	J. Guy	Review Plan objections from various insurers.	2.50
01/27/09	R. Smith	Call with PD Committee lawyers (1.7); prepare for same (.3); attention to e-mail messages (.1); call with R. Wyron and Z. Finley (.5); call with R. Frankel, R. Wyron and Z. Finley regarding DPA (.6); conference with Z. Finley regarding same (.3); prepare for same (.5).	4.00
01/27/09	R. Wyron	Review intercreditor agreement (.7); call with PD Committee re intercreditor and follow-up (2.1); call with R. Frankel regarding updated and open issues (.3); review DPA (.7); call with OHS team on DPA and follow-up (.6); call to T. Freedman and follow-up (.2); call with M. Wallace and D. Felder on plan changes, and follow-up e-mails re same (1.2) follow-up on trading restriction term sheet (.3).	6.10
01/27/09	C. Reynolds	Exchange of e-mails and phone calls with R. Wyron and C. Finke re Section 382 limitations.	0.30
01/27/09	R. Frankel	Review e-mails, comments re DPA, rolling EBIDTA measurement.	0.60
01/27/09	R. Frankel	Review revised Deferred Payment Agreement from K&E.	0.80
01/27/09	R. Frankel	Telephone conference with R. Smith, Z. Finley and R. Wyron re revised DPA (.6); notes re same (.2).	0.80
01/27/09	R. Frankel	Review revised DPA from K&E per call.	1.10
01/28/09	D. Felder	Telephone conference with R. Wyron regarding Plan edits (.1); review and revise same (.3); e-mail correspondence with Debtors regarding same (.1).	0.50

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01/28/09	Z. Finley	Review and respond to e-mails on various issues relating to Deferred Payment Documents (1.0); prepare for conference call to discuss issues in latest draft of Deferred Payment Documents (.7); telephone conferences with R. Wyron and R. Smith (.5); telephone conference with A. Mena (1.1); revise mark-up to Deferred Payment Agreement (1.1).	4.40
01/28/09	M. Wallace	Review correspondence regarding comments to plan.	0.10
01/28/09	R. Smith	Review draft documents (2.5); calls with Z. Finley (.3); attention to e-mail messages (.4).	3.70
01/28/09	R. Wyron	Review status of documents and open issues (.8); call with T. Freedman on status and follow-up (.4); review revised draft documents (1.1); call on DPA and follow-up e-mails re same (1.1).	3.40
01/28/09	R. Frankel	Review final trading restrictions term sheet.	0.50
01/28/09	R. Frankel	Review e-mail and mark-up of DPA from Z. Finley.	1.20
01/29/09	Z. Finley	Prepare for internal conference call (.2); conference call with R. Frankel, R. Wyron and R. Smith regarding open issues in Deferred Payment Documents (.8); follow-up conference with R. Smith regarding same (.5); revise further mark-up of Deferred Payment Agreement, and analysis of issues relating to pro forma calculations and other matters (4.5); conference call with A. Mena and T. Christopher (.3); review revised draft of Deferred Payment Agreement and e-mail regarding same (.7).	7.00
01/29/09	R. Smith	Call with R. Frankel, R. Wyron, J. Radecki and Z. Finley (.7); attention to e-mail messages (.5); call with Z. Finley (.5).	1.70
01/29/09	R. Wyron	Review DPA documents and follow-up on comments (.8); review intercreditor agreement (.9); follow-up on comments on intercreditor agreement (.2).	1.90
01/29/09	R. Frankel	Review open issues re DPA.	0.80
01/30/09	J. Burke	Case docket research regarding plan development issues.	0.70
01/30/09	D. Felder	Review amended plan from Kirkland and e-mail correspondence with R. Wyron and M. Wallace regarding same.	1.50
01/30/09	Z. Finley	Review and respond to e-mails regarding status of Deferred Payment Agreement (.7); telephone conference with R. Smith (.3).	1.00
01/30/09	M. Wallace	Review correspondence regarding deal documents.	0.10
01/30/09	R. Smith	Attention to e-mail messages (.2); review documents (.3); conference with R. Frankel (.1); call with Z. Finley (.3).	0.90
01/30/09	R. Wyron	Review DPA issues and follow-up on e-mails re same (.4); review draft language (.4).	0.80

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01/30/09	R. Frankel	Confer with R. Smith, R. Wyron re DPA open issues; notes re same.	0.60
01/31/09	Z. Finley	Review and mark-up revised draft of Guarantee (4.6); telephone conference with J. Radecki regarding pro forma calculations in Deferred Payment Agreement (.4); revise language in Deferred Payment Agreement regarding pro forma issues and internal e-mail regarding same (1.5).	6.50
01/31/09	R. Wyron	Review DPA issues and e-mail re same.	0.60
01/31/09	R. Frankel	Review revised draft and open DPA issues.	1.10

Total Hours 443.50

Total For Services \$299,003.50

Timekeeper Summary	Hours	Rate	Amount
Carrie Barclay	0.30	230.00	69.00
James W. Burke	71.60	360.00	25,776.00
Debra Felder	39.50	590.00	23,305.00
Zachary S. Finley	101.10	600.00	60,660.00
Roger Frankel	66.20	945.00	62,559.00
Jonathan P. Guy	3.30	755.00	2,491.50
Clayton S. Reynolds	11.80	840.00	9,912.00
Richard V. Smith	33.40	815.00	27,221.00
Donald A. Snead	5.50	400.00	2,200.00
Katherine S. Thomas	4.60	525.00	2,415.00
Mary A. Wallace	25.20	650.00	16,380.00
Richard H. Wyron	81.00	815.00	66,015.00
Total All Timekeepers	443.50	\$674.19	\$299,003.50

Disbursements

Color Document Reproduction	0.20
Court Photocopy/Document Retrieval Fee	3.68
Document Reproduction	33.20
Express Delivery	11.88
Lexis Research	379.75
Local Taxi Expense	33.66
Other Business Meals	9.00
Outside Services	16.08
Telephone	24.94
Westlaw Research	16,977.75

Total Disbursements \$17,490.14

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Total For This Matter

\$316,493.64

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Matter: 10 - Retention of Professionals - Other

01/26/09	R. Wyron	Review documents on rate increases for Tillinghast and D. Austern and e-mails re same.	0.40
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Total Hours	0.40	
Total For Services		\$326.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard H. Wyron	0.40	815.00	326.00
Total All Timekeepers	0.40	\$815.00	\$326.00

Total For This Matter	\$326.00
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Matter: 11 - Compensation of Professionals - Other

01/05/09	D. Fullem	Review and respond to e-mail from D. Felder regarding CNO for Tre Angeli's November fee application; prepare CNO; coordinate review/approval by D. Felder; filing and service of same.	0.80
01/05/09	D. Fullem	Review e-mail from R. Wyron regarding Piper Jaffray's last 3 monthly fee application filings; obtain same from docket; forward to R. Wyron.	0.50
01/05/09	R. Wyron	Call with J. Radecki re fee applications.	0.20
01/06/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding D. Austern expense in September monthly fee application.	0.20
01/09/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding status of D. Austern's quarterly for the Jul-Sep 08 time period.	0.10
01/12/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding D. Austern quarterly for Jul-Sep 08; finalize same; forward to D. Austern for review comment, approval.	0.80
01/13/09	D. Fullem	Review Tillinghast December monthly fee application; provide comments to K. Boeger and new updated form of notice; review and respond to e-mails from K. Boeger re same.	0.50
01/15/09	D. Fullem	Coordinate finalizing, filing and service of D. Austern's Eighteenth Quarterly for the period Jul-Sep 2008.	1.00
01/16/09	D. Fullem	Review and respond to e-mails from C. LaRuffa regarding Tre Angeli December monthly fee application; send updated fee applications; respond to e-mails regarding same.	0.40
01/22/09	D. Fullem	Prepare CNOs for November fee applications filed by Piper Jaffray, Tillinghast and Tre Angeli (.9); e-mail and confer with D. Felder regarding same (.2); coordinate filing and service of same (.2).	1.30
01/22/09	D. Fullem	Prepare CNO for Orrick's November fee application; e-mail and confer with D. Felder regarding same; coordinate filing and service.	0.50
01/22/09	D. Felder	Review CNOs for Tillinghast, Tre Angeli, Orrick and Piper Jaffray.	0.10

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01/23/09	D. Fullem	Review e-mail and invoices from D. Austern with Nov and Dec 08 time (.3); prepare drafts of Nov and Dec 08 fee applications (.8); forward same with e-mail to D. Austern for review/approval (.1).	1.20
01/26/09	D. Fullem	Review and respond to e-mail from D. Austern regarding signed Nov and Dec 08 fee applications.	0.10
01/26/09	D. Fullem	Review e-mail from R. Wyron regarding D. Austern's new proposed billing rates; review application to employ, declaration, engagement letter; e-mail to R. Wyron regarding same.	0.70
01/27/09	D. Fullem	Review signed fee applications for Dec 08 of Piper, Tre Angeli, Tillinghast and D. Austern's Nov and Dec 08 fee applications; e-mail to D. Felder regarding same; assemble exhibits; begin draft of notices of same.	1.00
01/29/09	D. Fullem	Prepare notices of D. Austern's Nov and Dec 08 fee applications and Dec 08 fee applications for Piper, Tillinghast, and Tre Angeli (1.0); review, revise, organize and finalize fee applications (.8); coordinate filing and service of same (1.0).	2.80

Total Hours 12.20

Total For Services \$3,256.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.10	590.00	59.00
Debra O. Fullem	11.90	255.00	3,034.50
Richard H. Wyron	0.20	815.00	163.00
Total All Timekeepers	12.20	\$266.93	\$3,256.50

Disbursements

Document Reproduction	166.90
Express Delivery	171.97
Outside Services	24.88
Postage	260.24

Total Disbursements \$623.99

Total For This Matter \$3,880.49

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Matter: 12 - Retention of Professionals - Orrick

01/26/09	D. Fullem	Review e-mail from R. Wyron; research declarations; update R. Wyron; review and forward Frankel declaration.	0.50
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Total Hours	0.50	
Total For Services		\$127.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.50	255.00	127.50
Total All Timekeepers	0.50	\$255.00	\$127.50

Total For This Matter	\$127.50
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Matter: 13 - Compensation of Professionals - Orrick

01/06/09	D. Fullem	Review/organize/update fee application files with current filings.	0.50
01/08/09	D. Fullem	Obtain December prebill; e-mail to R. Wyron regarding same.	0.10
01/08/09	D. Fullem	Review December prebill.	1.20
01/09/09	D. Fullem	Complete review of December prebill (.7); follow up with certain professionals for additional information needed for time entries (.1); e-mail to D. Felder and R. Wyron re status of same (.1); coordinate with D. Spicuzza to begin edits (.1).	1.00
01/11/09	D. Felder	Review December prebill (1.4); follow-up e-mails to R. Frankel, J. Burke and D. Fullem regarding same (.1).	1.50
01/14/09	R. Wyron	Review December prebill and provide comments.	0.80
01/15/09	D. Fullem	Review and update fee/expense charts.	0.20
01/15/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding status of invoices, fee applications, payments to date.	0.20
01/22/09	D. Fullem	Follow up with P. Reyes regarding final December invoices; review copies; inform D. Spicuzza regarding same and begin drafting fee application; update R. Wyron and D. Felder regarding status.	0.40
01/26/09	D. Fullem	Review e-mail from R. Wyron regarding new hourly rates for 2009; review of previous filings and trustee's compensation guidelines; update R. Wyron re same.	0.80
01/26/09	D. Fullem	Review and respond to e-mail from D. Felder regarding status of draft January fee application.	0.20
01/26/09	D. Fullem	Confer with D. Spicuzza regarding draft January fee application and questions on expenses.	0.10
01/27/09	D. Fullem	Review and revise draft of December fee application; update D. Felder and R. Wyron regarding same.	1.00
01/28/09	D. Felder	Review and revise Orrick's December fee application.	0.60
01/29/09	D. Fullem	Review, revise, finalize and coordinate filing and service of Orrick's Dec 08 fee application.	1.20
01/29/09	D. Fullem	Confer with C. Hartman at PGS firm regarding filing of Orrick's Dec fee application; update D. Felder regarding same; coordinate with T. Birdsell to handle filing.	0.30
01/29/09	D. Felder	Review and revise Orrick's December fee application.	0.50

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01/30/09	D. Fullem	Confer with D. Spicuzza and D. Felder regarding December fee application.	0.20
01/30/09	D. Fullem	Update fee/expense chart with recent payment on January 28 and Dec fee application; circulate to R. Frankel, R. Wyron and V. Crossley.	0.20

Total Hours	11.00	
Total For Services		\$4,124.00

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	2.60	590.00	1,534.00
Debra O. Fullem	7.60	255.00	1,938.00
Richard H. Wyron	0.80	815.00	652.00
Total All Timekeepers	11.00	\$374.91	\$4,124.00

Disbursements

Document Reproduction	14.40	
Outside Services	3.12	
Postage	5.20	
Total Disbursements		\$22.72

Total For This Matter	\$4,146.72
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Matter: 14 - Trust Distribution Procedures

01/06/09	R. Wyron	Review Scotts language and e-mails re TDP (.4); draft new TDP language for Scotts issues (.7); review TDP provisions re objections (.8).	1.90
01/07/09	R. Wyron	Review Scotts proposed language (.3); draft revised TDP provisions (.6); e-mails re same (.2).	1.10
01/07/09	R. Frankel	Review TDP in preparation for call with E. Inselbuch and plaintiffs' counsel.	0.80
01/07/09	R. Frankel	Telephone conference with E. Inselbuch in preparation for conference call (.3); telephone conference with plaintiffs' counsel and E. Inselbuch re Edwards judgment (.5); notes re same (.1).	0.90
01/08/09	R. Wyron	Work on insurer treatment language and follow-up.	1.30
01/10/09	R. Frankel	Review proposed TDP language for insurance indemnity claims, Scotts claims.	1.10
01/11/09	R. Wyron	Review TDP language re insurer claims and organize notes re: changes (.4); e-mail to P. Lockwood re same (.1).	0.50
01/12/09	R. Wyron	Call with P. Lockwood and T. Freedman on insurer complaints and follow-up (.8); revise and circulate TDP language (.6).	1.40
01/13/09	R. Wyron	Review additional provisions on Scotts/BNSF claims and indemnity claims.	0.70
01/22/09	M. Wallace	Review correspondence regarding ancillary trust agreements.	0.10
01/22/09	R. Wyron	Review revised TDP and follow-up e-mails re same.	0.40
01/25/09	M. Wallace	Review revised TDP.	0.50
01/28/09	R. Frankel	Review revised TDP.	0.90

Total Hours 11.60

Total For Services \$9,836.00

Timekeeper Summary	Hours	Rate	Amount
Roger Frankel	3.70	945.00	3,496.50
Mary A. Wallace	0.60	650.00	390.00
Richard H. Wyron	7.30	815.00	5,949.50
Total All Timekeepers	11.60	\$847.93	\$9,836.00

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Total For This Matter

\$9,836.00

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Matter: 15 - Travel Time (Non-Working)

01/12/09	P. Mahaley	Travel to and from NY for meeting with insurer.	2.50
01/13/09	R. Frankel	Travel from DC to Pittsburgh for hearing.	1.50
01/14/09	R. Frankel	Travel to DC from Pittsburgh.	2.90

Total Hours	6.90	
Total For Services		\$2,835.25

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	4.40	472.50	2,079.00
Peri N. Mahaley	2.50	302.50	756.25
Total All Timekeepers	6.90	\$410.91	\$2,835.25

Total For This Matter	\$2,835.25
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*** * * COMBINED TOTALS * * ***

Total Hours	955.80	
Total Fees, all Matters		\$613,084.25
Total Disbursements, all Matters		\$22,069.20
Total Amount Due		\$635,153.45